

EXHIBIT F

FILED

MAY 29 2020

BIG VALLEY RANCHERIA

RESOLUTION NO. 05-29-2020-05

PEAK SERVICING, LLC

A RESOLUTION APPROVING ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT FOR ZENRESOLVE, LLC.

WHEREAS, the Big Valley Band of Pomo Indians of the Big Valley Rancheria (the “Tribe”) is a federally recognized Indian tribe, with the inherent sovereignty to make its own laws, and be governed by them; and

WHEREAS, the Tribe is governed pursuant to a Constitution and Bylaws (the “Constitution”) approved by the Secretary of the Interior under the Indian Re-Organization Act of 1934; and

WHEREAS, pursuant to its powers, the Tribal Business Committee, in an exercise of its authority, approved, authorized, and formed Peak Servicing, LLC. (“Peak Servicing”) pursuant to Resolution No. 05-28-2020-05 and the Tribe’s Business Ordinance, and in doing so expressly intended to create it as an arm of the Tribe, and vest it with the Tribe’s privileges and immunities; and

WHEREAS, the Tribal Business Committee vested the powers necessary to carry out the day-to-day business and activities of Peak Servicing as well as control and management of the business and activities in a Board of Managers (“Board”); and

WHEREAS, the Board is to be comprised of eight (8) Managers, four (4) of which were appointed by the Tribe and four (4) of which were appointed by Kraken Holdings, LLC, provided that prior to June 1, 2020 the initial Board was to be comprised of only the four (4) Tribal appointees; and

WHEREAS, the initial Board has decided it is in the best interest of Peak Servicing to establish ZenResolve, LLC in accordance with the Tribe’s Business Ordinance, which will be formed as a limited liability company and subsidiary of Peak Servicing, thereby also being a wholly-owned business of the Tribe;

WHEREAS, as a wholly owned business of the Tribe, ZenResolve, LLC will be vested with all of the privileges and immunities of the Tribe afforded to all Tribal limited liability companies under Chapter 3, Section 3.2 of the Business Ordinance; and

WHEREAS, the Board of Managers for Peak Servicing has reviewed the attached Articles of Organization and Operating Agreement for ZenResolve, LLC and finds that approval and adoption of the same is in the best interest of Peak Servicing and the Tribe; and


WHEREAS, the Board of Managers has established ZenResolve, LLC as a Member-managed limited liability company and will retain control and management of the business and activities of ZenResolve, LLC through Peak Servicing.

NOW THEREFORE BE IT RESOLVED, that the Board of Managers of Peak Servicing hereby authorizes and approves the attached Articles of Organization and Operating Agreement to establish ZenResolve, LLC as a subsidiary of Peak Servicing.

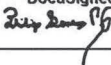
BE IT FURTHER RESOLVED that the Board of Managers of Peak Servicing or its designee will execute all documents and take all further action necessary or appropriate to duly implement the provisions of this resolution, including filing of the Articles of Organization and a copy of this Resolution with the Tribal Secretary.

CERTIFICATION


The signatures below certify that the above resolution was adopted at a duly called meeting, at which quorum was established on May 29, 2020, by a vote of 4 FOR, 0 OPPOSED, and 0 Abstaining.

DocuSigned by:

Name: 77EA04ACA06B488... Ben G. Ray III
Manager

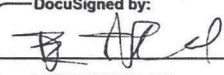
5/29/2020

DocuSigned by:

Name: 230C37FD92634C4... Philip Gomez
Manager

5/29/2020

DocuSigned by:

Name: A68111639ADD453... Aleah Lerma
Manager

5/29/2020

DocuSigned by:

Name: FA24A74650AD4AB... Brent McFarland
Manager

5/29/2020